



Department of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

BOISE CHAMBER OF COMMERCE

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **1st** day of **April** 19 **38**, original articles of amendment, as provided by Section **30-146, 30-147 and 30-160, Idaho Code, restating purposes, making existence perpetual, etc.**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **102** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **April**, A. D., 19 **38**.

Secretary of State

AMENDED ARTICLES OF INCORPORATION
OF
BOISE CHAMBER OF COMMERCE

* * *

KNOW ALL MEN BY THESE PRESENTS: That the Articles of Incorporation of Boise Chamber of Commerce, dated the 7th day of January, 1925, and filed on the same date with the Secretary of State of the State of Idaho, and recorded in Book A-18 of Domestic Corporations, pages 25 and 26, Records of the State of Idaho, under Chapter 195 of the Idaho Compiled Statutes, 1919, as amended, and the laws of the State of Idaho, relating to the organization of corporations where pecuniary profit is not the object, are hereby amended to read as follows:

FIRST

That the name of this corporation is and shall be BOISE CHAMBER OF COMMERCE.

SECOND

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are:

(a) To advance the agricultural, commercial, industrial, educational, and civic interest of the City of Boise, County of Ada, and its surrounding territory;

(b) To buy, lease, contract for or acquire in any lawful manner, to process, sell or otherwise dispose of property, both real, personal or mixed, wherever situate; to take, hold and convey title to and improve real property by building, repairing or otherwise; to take, receive, acquire, hold, transfer and dispose of monies, donations, contributions, endowments, bequests, devises, securities, and all other species of property; to exercise any and all of the powers of the holders of such securities, including the right to vote with respect

thereto, with power to designate some party for that purpose from time to time to the same extent that natural persons might or could do; and generally do all acts and things designed to protect, improve, preserve or enhance the value of any of the assets of this corporation;

(c) To pledge, mortgage, encumber or lease any or all of its property to secure its debts and obligations; to borrow and loan money upon any form of security and to give and take mortgages, deeds of trust, assignments and pledges of every kind and character;

(d) To have and to exercise all powers and to do and perform all acts and things which shall or may be necessary, proper or desirable; to conduct any and all of the business and carry out the objects and purposes for which this corporation is formed or which may be incident thereto;

The statement of objects and purposes specified above and enumeration thereof shall not limit nor restrict in any manner the general powers now or hereafter conferred upon this corporation by the laws of the State of Idaho.

THIRD

LIMITATIONS

The Boise Chamber of Commerce in its activities shall be nonsectarian and shall take no direct part in nor directly lend its influence or facilities to the nomination, election or appointment of any candidate for elective office in the City, County, State or National Government.

FOURTH

PLACE OF BUSINESS

The principal place of business and the business office of this corporation shall be maintained in the City of Boise, County of Ada, State of Idaho.

FIFTH

DURATION

This corporation is to have perpetual existence.

SIXTH

NO CAPITAL STOCK

This corporation is organized solely for general welfare and non-profit purposes. There shall be no capital stock

in this corporation, nor shall any of its funds be donated to any society, association, partnership or other organization for pecuniary gain. Members of the corporation shall not be individually or personally liable for the debts or obligations of the corporation, and the respective rights of the members and the interest of each shall be equal.

SEVENTH

MEMBERSHIP

The membership requirements and qualifications in this corporation shall be set forth in the By-Laws.

EIGHTH

BOARD OF DIRECTORS

The corporate powers of this corporation shall be vested in a Board of Directors in such number as may be set forth in the By-Laws, but which shall consist of not less than fifteen nor more than twenty-seven directors.

NINTH

OFFICERS

The officers of this corporation shall be as set forth in the By-Laws.

TENTH

BY-LAWS

The Board of Directors of this corporation shall adopt appropriate By-Laws designed to further and enhance the objects and purposes for which this corporation is organized, and the Board of Directors shall have the power to make, alter, amend or repeal such By-Laws as the Board may determine proper for the management and operation of the affairs of this corporation.

ELEVENTH

AMENDMENTS

These Articles may be amended by a two-thirds vote of the membership of the Boise Chamber of Commerce, which may be conducted at any annual or special meeting called for that purpose, or by written ballot.

CERTIFICATE OF AMENDMENT

WE, THE UNDERSIGNED, RAYMOND E. STRAWN and ROGER B. MCGINNIS, respectively the President and Secretary of the Boise Chamber of Commerce, a non profit corporation, do hereby certify and declare that the Articles of Incorporation of said corporation were duly amended by more than two-thirds of the voting members by written ballot after due notice thereof, by mailing on the 26th day of September, 1957, a copy of the foregoing amendments to each member, together with written ballots for affirmative or negative vote thereon; that said ballots were returnable to the office of said corporation on the 4th day of October, 1957; that thereafter on the 9th day of October, 1957, at a regular meeting of the Board of Directors, at which a majority of all the members of said Board were present and voted, the foregoing Articles of Amendment were duly adopted, ratified and confirmed by unanimous adoption of the following resolution:

"RESOLVED That the Articles of Incorporation of the Boise Chamber of Commerce are hereby declared to be amended in accordance with the proposed Articles of Amendment mailed to the members of the Boise Chamber of Commerce on the 26th day of September, 1957, a copy of which proposal is attached hereto pursuant to a more than two-thirds affirmative vote of the voting members, to wit, 243 affirmative and 3 negative, pursuant to written ballots returned on or before the 4th day of October, 1957;

"BE IT FURTHER RESOLVED That the President and Secretary of the corporation be, and they hereby are, authorized and directed to make, execute and acknowledge the required certificate of amendment under the corporate seal of this corporation, embracing this resolution, and cause such certificate to be filed and recorded in the manner required by law."

IN WITNESS WHEREOF, We have hereunto set our hands

and affixed the corporate seal of the Boise Chamber of Commerce
this 1st day of April, 1958.

Raymond E. Strawn
Raymond E. Strawn, President

ATTEST:

Roger B. McGinnis
Roger B. McGinnis, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 1st day of April, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared RAYMOND E. STRAWN and ROGER B. MCGINNIS, known to me to be the President and Secretary respectively of the Boise Chamber of Commerce, and acknowledged to me that the foregoing is a true copy of the resolution duly adopted by the Board of Directors of the Boise Chamber of Commerce on the 9th day of October, 1957, and acknowledged to me that they are the persons whose signatures are affixed to the foregoing Certificate of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

David D. Dumas
Notary Public in and for the State
of Idaho, Residing at Boise, Idaho